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*Liaison Counsel for Plaintiffs*

**UNITED STATES DISTRICT COURT**  
**DISTRICT OF NEVADA**

NASSER MORADI, et al.,  
  
Plaintiffs,  
  
v.  
  
SHELDON GARY ADELSON, et al.,  
  
Defendants.

Lead Case No. 2:11-cv-00490-MMD-NJK  
  
(Consolidated with Nos. 2:11-cv-00595 and  
2:11-cv-000636)

**STIPULATION AND [PROPOSED]  
ORDER REGARDING DISMISSAL OF  
ACTION**

1 The Plaintiffs, individual defendants Sheldon Gary Adelson, Michael A.  
 2 Leven, Charles D. Forman, Irwin A. Siegel, Irwin Chafetz, George P. Koo, Jeffrey  
 3 H. Schwartz, Jason N. Ader and Wing T. Chao (the “Director Defendants”), and  
 4 nominal defendant Las Vegas Sands Corp. (“LVSC” or the “Company”)  
 5 (collectively, the “Parties”), by and through their undersigned counsel, hereby  
 6 stipulate and agree as follows:

7 WHEREAS, on April 11, 2014, this Court stayed the above-captioned  
 8 consolidated derivative action (the “Action”) in deference to a “nearly identical”  
 9 state-court derivative lawsuit<sup>1</sup>, pursuant to the *Colorado River* doctrine, ECF No. 131  
 10 (the “Stay Order”) at 11;

11 WHEREAS, on January 10, 2018, the state-court dismissed the consolidated  
 12 derivative cases before it, with prejudice, *see* ECF Nos. 157, 158;

13 WHEREAS, without conceding any of the arguments raised in the Defendants'  
 14 motion to dismiss this Action, Plaintiffs, through their counsel of record and pursuant  
 15 to Rules 23.1(c) and 41(a) of the Federal Rules of Civil Procedure, hereby voluntarily  
 16 dismiss the Action;

17 WHEREAS, the Parties agree that the dismissal is not, and shall not be deemed  
 18 to be, an adjudication of the Action on the merits, and that each Party shall bear its,  
 19 his, or her own fees and costs incurred in connection with the Action;

20 WHEREAS, (i) there has been no settlement or compromise of the Action; (ii)  
 21 there has been no collusion among the Parties; and (iii) neither Plaintiffs nor their  
 22 counsel has received or will receive directly or indirectly any consideration from  
 23 Defendants for the dismissal; and

24 WHEREAS, the Parties submit that notice of the dismissal is unnecessary  
 25 given that substantially similar claims were adjudicated and dismissed in the related  
 26 state-court action;

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27  
 28 <sup>1</sup> *In re Las Vegas Sands Corp. Derivative Litigation*, Case No. A-11-636656-B (Dist. Ct. – Clark  
 Cty., Nev.).

1 NOW, THEREFORE, the undersigned parties hereby stipulate and agree, and  
2 respectfully request, that the Court enter an order as follows:

- 3 1. This Action is hereby dismissed, with all parties waiving any rights to  
4 appeal from any aspect of this action.
- 5 2. The Parties shall bear their own fees and costs in connection with the  
6 Action.

1 DATED: May 23, 2018

**REISMAN•SOROKAC**

2  
3 /s/ Robert R. Warns

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14 *Lead Counsel for Plaintiffs*

15 DATED: May 23, 2018

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/s/ Patrick G. Byrne

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**ORDER**

Based on the foregoing Stipulation, and good cause appearing, IT IS HEREBY ORDERED that the Stipulation is approved and this action is ordered dismissed, with all parties waiving any rights to appeal from any aspect of this action. The Clerk is directed to close this matter and all associated cases.

It is so ORDERED.

DATED: \_\_\_\_\_

\_\_\_\_\_  
UNITED STATES DISTRICT JUDGE